

PennyMac Mortgage Investment Trust  
Form 8-K  
August 07, 2012

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **August 7, 2012**

**PennyMac Mortgage Investment Trust**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction of incorporation)

**001-34416**  
(Commission File Number)

**27-0186273**  
(IRS Employer  
Identification No.)

**6101 Condor Drive, Moorpark, California**  
(Address of principal executive offices)

**93021**  
(Zip Code)

Registrant's telephone number, including area code: **(818) 224-7442**

(Former name or former address, if changed since last report.)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CAR 230.425)
  
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CAR 240.14a-12)
  
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CAR 240.14d-2(b))
  
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CAR 240.13e-4(c))
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**Item 8.01 Other Events.**

On August 7, 2012, PennyMac Mortgage Investment Trust (the Company), PennyMac Operating Partnership, L.P. and PNMAC Capital Management, LLC entered into an ATM Equity OfferingSM Sales Agreement (the Sales Agreement) with Merrill Lynch, Pierce, Fenner & Smith Incorporated (the Agent) to sell the Company's common shares of beneficial interest, par value \$0.01 per share, having an aggregate offering price of up to \$200,000,000 (the Shares), from time to time through an at the market equity offering program under which the Agent will act as sales agent and/or principal.

Subject to the terms and conditions of the Sales Agreement, the Agent will use its commercially reasonable efforts consistent with its normal trading and sales practice to sell the Shares as directed by the Company. The sales, if any, of the Shares made under the Sales Agreement may be made by any method permitted by law deemed to be an at the market offering as defined in Rule 415 under the Securities Act of 1933, including sales made directly on the New York Stock Exchange, or sales made to or through a market maker other than on an exchange or, with the written consent of the Company, in privately negotiated transactions.

The Sales Agreement provides that the Agent will be entitled to a commission for its service that will not exceed, but may be lower than, 2.0% of the gross sales price of the Shares sold through it as sales agent pursuant to the Sales Agreement. Under the terms of the Sales Agreement, the Company may also sell Shares to the Agent as principal at prices agreed upon at the time of sale. The Company has no obligation to sell any of the Shares under the Sales Agreement, and may at any time suspend solicitation and offers under the Sales Agreement.

The Shares, if any, will be issued pursuant to the Company's effective shelf registration statement on Form S-3 (File No. 333-182261). The Company filed a Prospectus Supplement, dated August 7, 2012, to the Prospectus, dated June 21, 2012, with the Securities and Exchange Commission in connection with the offer and sale of the Shares.

A copy of the Sales Agreement is attached as Exhibit 1.1 to this Current Report on Form 8-K, and is incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit Number</b>	<b>Description</b>
1.1	ATM Equity OfferingSM Sales Agreement, dated August 7, 2012, among PennyMac Mortgage Investment Trust, PennyMac Operating Partnership, L.P., PNMAC Capital Management, LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated
5.1	Opinion of Venable LLP as to the legality of the Common Shares
8.1	Opinion of Sidley Austin LLP as to certain tax matters



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- 23.1 Consent of Venable LLP (included in Exhibit 5.1)
- 23.2 Consent of Sidley Austin LLP (included in Exhibit 8.1)

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: August 7, 2012

PENNYMAC MORTGAGE INVESTMENT TRUST

By: */s/ Anne D. McCallion*  
Name: Anne D. McCallion  
Title: Chief Financial Officer

**EXHIBIT INDEX**

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